

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FILED
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2005 OCT 19 P 12:10

ALL SEASONS SERVICES, INC.,

Plaintiff,

v.

DARRIN SMITH

Defendant.

U.S. DISTRICT COURT
DISTRICT OF MASS.

Civil Action
No. 05-11498-RCL

Judge Lindsay

STIPULATED ORDER

Plaintiff All Seasons Services, Inc. ("All Seasons") and Defendant Darrin Smith ("Smith"), by their respective counsel, stipulate and agree to the following ORDER in resolution of all claims in this matter:

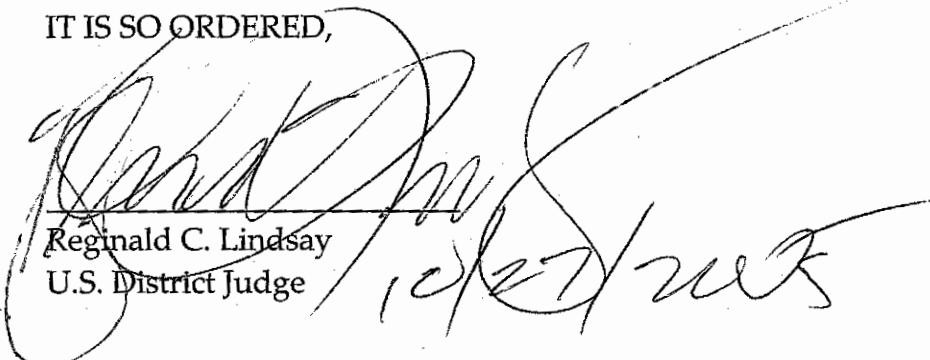
- (i) Smith may continue his employment as a route supervisor for American Food & Vending in Syracuse, New York, and All Seasons has waived any claim that Smith's employment in this capacity violated the non-competition covenant in Section 1 of the Non-Competition Agreement between All Seasons and Smith dated February 10, 2000 (the "Non-Competition Agreement").
- (ii) For a period of one year following the termination of his employment with All Seasons, Smith will not in any capacity,

either separately or in association with others, directly or indirectly, solicit any of All Seasons' employees, customers, suppliers, consultants or advisors to terminate or otherwise modify their relationship with All Seasons, consistent with Section 2 of the Non-Competition Agreement. Smith's non-solicitation obligations under the Non-Competition Agreement and this Order expire on March 15, 2006.

- (iii) Smith is enjoined from using or disclosing to anyone any confidential or proprietary business information or trade secrets that he gained during his employment with All Seasons, consistent with Sections 3 and 4 of the Non-Competition Agreement;
- (iv) If Smith possesses any confidential and proprietary documents, data, or information, , he shall return it to All Seasons' counsel within twenty-four hours of this Order;
- (v) The undersigned shall retain jurisdiction over this matter to ensure compliance with this Order;

(vi) By agreement of the parties, All Seasons' claims against Smith are dismissed, without prejudice.

IT IS SO ORDERED,


Reginald C. Lindsay
U.S. District Judge

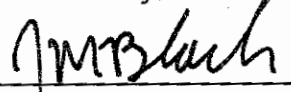
STIPULATED AND AGREED:


ALL SEASONS SERVICES, INC.,

DARRIN SMITH,

By Its attorney,

By His attorney,


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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party by (hand) (mail) on 10/19/05

